

WC 05-22

FCC/MELLON

JAN 11 2005



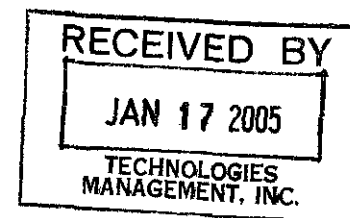
210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

January 6, 2004
Via Overnight Delivery

Ms. Marlene H. Dortch, FCC Secretary
Federal Communications Commission
c/o Mellon Bank
Post Office Box 358145
Pittsburgh, PA 15251-5145



RE: Notice of Transfer of Control

In the Matter of the Joint Application of Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc. and Working Assets Funding Services, Inc. for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer the Local Customer Base of an Authorized Domestic Carrier

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Notice of Transfer of Control filed on behalf of Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc. ("Trinsic") and Working Assets Funding Services, Inc. ("WAFS") along with the filing fee of \$895.00. The local customer base of WAFS is being transferred to Trinsic. WAFS will continue to provide long distance service to its customers.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3004 or rnorton@tminc.com.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Robin Norton, Consultant to
Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc.

cc: M. Reith - Z-Tel
file: Trinsic - FCC IXC
tms: 5516FCx0526

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
Trinsic Communications, Inc.,)
f/k/a Z-Tel Communications, Inc. and)
Working Assets Funding Services, Inc.)
for Authority pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
to Transfer the Local Customer Base of an)
Authorized Domestic Carrier)

File No. _____

APPLICATION

I. INTRODUCTION

Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc. ("Trinsic" or "Transferee") and Working Assets Funding Services, Inc. ("WAFS" or "Transferor") (together "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Section 63.04(a) of the Commission's Rules, 47 C.F.R. Section 63.04(a), hereby request authority to enable Trinsic to acquire the local exchange customer base of WAFS. The proposed transaction will not result in a loss or impairment of service to WAFS local customers that would be affected by the proposed transaction. This application is therefore submitted as a transfer of control pursuant to Section 63.04 of the Commission's rules.

II. SUMMARY OF THE PROPOSED TRANSACTION

Trinsic is a Florida-based local exchange and long distance carrier. Trinsic is registered, licensed or otherwise authorized to provide local and long distance services nationwide. WAFS is a local exchange and long distance carrier, registered, licensed or otherwise authorized to provide local services in eleven states and long distance services in 49 states.

Applicants have entered into an Asset Purchase Agreement whereby Trinsic will acquire WAFS' entire local customer base. As a result of the transaction, Trinsic will become the local exchange provider of the transferred customer base and WAFS will cease providing local exchange services. The proposed

transfer is subject to certain state required notifications and/or approvals. As their presubscribed long distance carrier WAFS will continue to provide long distance service to these customers at the same rates, terms and conditions as they currently enjoy.

Applicants emphasize that the transition of WAFS' local exchange customers will be seamless and virtually transparent to the affected customers. Following the transfer, Trinsic will provide local exchange service, under the same rates, terms and conditions as the customers currently receive from WAFS. WAFS' customers will not incur any charges as a result of the change in local service provider from WAFS to Trinsic.

In accordance with state and Commission rules, Applicants have provided written notice to affected WAFS customers informing them of the proposed transaction. Service to these customers will not be transferred until the requisite regulatory approvals have been obtained. In addition, Trinsic has filed with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules. Applicants seek to consummate the proposed transaction on an expedited basis so that Trinsic may integrate the acquired customers into its existing business and thereby expand its presence in the local exchange market.

III. INFORMATION REQUIRED BY SECTION 63.04

In support of this Application, Applicants provide the following summary information pursuant to §63.04 of the Commission's rules:

a) Contact Information

Transferor: Working Assets Funding Services, Inc.
101 Market Street, Suite 700
San Francisco, CA 94105
Telephone: 415-369-2000
Facsimile: 415-371-1048
FRN: 0004-8034-57

Transferee: Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc.
601 South Harbour Island Boulevard, Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861
FRN: 0004-3283-32

b) State of Incorporation

Transferor: WAFS is incorporated under the laws of the state of California

Transferee: Trinsic is incorporated under the laws of the state of Delaware.

c) Contact persons for this Application

Questions concerning this application may be directed to:

For WAFS: Walter McGee, Regulatory Manager
Working Assets Funding Services, Inc.
101 Market Street, Suite 700
Telephone: 415-369-2084
Facsimile: 415-371-1048
E-mail: wmcgee@wafs.com

for Trinsic: Don Davis, Senior Vice President
Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc.
601 South Harbour Island Boulevard, Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861
E-mail: ddavis@z-tel.com

with a copy to: Robin Norton
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
Telephone: 407-740-8575
Facsimile: 407-740-0613
E-mail: mbyrnes@tminc.com

d) Equity Ownership

The following individuals directly own ten percent or more of the equity in Trinsic, and may be reached at 140 Broadway, New York, New York 10005:

<u>Name/Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Michael Long	U.S.	venture capital
Larry Tucker	U.S.	venture capital

e) Certification

Trinsic and WAFS each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to this Application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. §3301.

f) Geographic Areas Served

Trinsic is registered, licensed or otherwise authorized to provide local exchange and long distance services nationwide. WAFS is registered, licensed or otherwise authorized to provide local exchange services in 11 states and long distance services in 49 states.

g) Streamlined Treatment

Applicants submit that the proposed transaction would result in Trinsic's market share in the local exchange market of substantially less than ten percent. Neither applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

h) Related FCC applications

None.

i) Special Consideration

None.

j) Waiver Requests

Applicants have not filed any waiver requests in conjunction with the proposed transaction.

k) Public Interest Considerations

The proposed transaction will serve the public interest by ensuring no interruption of service or inconvenience to the affected customers, and the affected customers will receive the same local service rates backed by the support services of Trinsic, a growing and highly competitive carrier. Because Trinsic will provide local exchange service to WAFS' customers at the same rates, terms and conditions of service as they currently receive from WAFS, the transaction will be virtually transparent to WAFS' local customers in terms of the service they receive. Moreover, as set forth above, Applicants have provided written notice of the proposed transaction to ensure that WAFS customers will understand how the proposed change in service providers will affect them.

For these reasons, the grant of this Application is consistent with the public interest.

Respectfully Submitted,

By: _____

Eileen Bayers
Vice President of Finance
Working Assets Funding Services, Inc.
101 Market Street
Suite 700
San Francisco, California, 94105
Telephone: 415-369-2079
Facsimile: 415-371-1048

Dated: December 29, 2004

By: _____

Don Davis, Senior Vice President
Trinsic Communications, Inc. d/b/a
Z-Tel Communications, Inc.
601 South Harbour Island Boulevard
Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861

Dated: _____

VERIFICATION

I, Walter N. McGee, hereby declare under penalty of perjury, that I am Regulatory Manager of Working Assets Funding Services, Inc.; that I am authorized to make this verification on Transferor's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Name & Title
Working Assets Funding Services, Inc.

Sworn to and subscribed before me this _____ day of _____, 2004.

Notary Public

My Commission expires:

VERIFICATION

I, Don Davis, hereby declare under penalty of perjury, that I am Senior Vice President of Transferee; that I am authorized to make this verification on Transferee's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Don Davis, Senior Vice President
Trinsic Communications, Inc. f/k/a Z-Tel Communications, Inc.

Sworn to and subscribed before me this _____ day of _____, 2004.

Notary Public

My Commission expires:
